



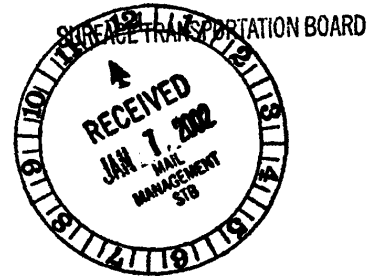
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RECORDATION NO. 21458-A FILED

JAN 11 '02

2-44 PM



January 4, 2002

VIA FEDERAL EXPRESS

Vernon A. Williams
Secretary
Surface Transportation Board
Department of Transportation
1925 K Street N.W.
Washington D.C. 20423

Dear Sir:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Memorandum of Assignment and Assumption of Lease, a secondary document, dated as of November 28, 2001.

Lessee:

CANPET Energy Group Inc.
350 7th Avenue S.W., Suite 2600
Calgary, Alberta Canada

Lessor:

Pivotal Enterprises Corporation
736 6th Avenue SW, Suite 1610
Calgary, Alberta Canada T2P 3T9

Assignee:

Plains Marketing Canada, L.P.
2600 First Canadian Centre
350 - 7th Avenue S.W.
Calgary, Alberta T2P 3N9
Canada

RS47694.1

020940/000025

NIXON PEABODY LLP

Vernon A. Williams
January 4, 2002
Page 2

A fee of \$28.00 is enclosed. Please return the original and any extra copies not needed by the Surface Transportation Board for recordation to the following:

Jilann C. Power, Paralegal
Nixon Peabody LLP
P.O. Box 31051
Clinton Square
Rochester, New York 14603

A short summary of the document to appear in the index follows:

The secondary document is a Memorandum of Assignment and Assumption of Lease of Railroad Equipment dated as of November 28, 2001, which refers to the Memorandum of Lease of Railroad Equipment recorded with the Surface Transportation Board on May 29, 1998, Recordation Number 21458 between CANPET Energy Group Inc., having a place of business at 350 7th Avenue S.W., Calgary, Alberta Canada T2P 3N9 as Lessee, and Pivotal Enterprises Corporation, having a place of business at 736 6th Avenue SW, Calgary, Alberta Canada T2P 3T9 as Lessor dated as of May 25, 1998, and covering fifty-seven (57) DOT 105J300W 100 ton roller bearing 33,600 U.S. gallon capacity pressure railroad tank cars manufactured in 1977 bearing ULMER registration marks PLMX 32800-32826, 32828, 32829, 32900-32916, 32918-32922 and 32924-32929.

Very truly yours,



Jilann C. Power, RP
PACE Registered Paralegal

JCP/lal
Enclosure

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE
SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption of Lease refers to the Memorandum of Lease of Railroad Equipment recorded with the Surface Transportation Board on May 29, 1998, Recordation Number 21458, evidencing the lease of Equipment, pursuant to the Lease Agreement dated as of May 25, 1998, (the "Lease") between CANPET Energy Group Inc., an Alberta corporation, having its principal place of business at Calgary, Alberta (the "Lessee"), and Pivotal Enterprises Corporation, an Alberta corporation (the "Lessor").

Lessee assigned to Plains Marketing Canada, L.P. ("Plains") all of its interest in the Lease, and Plains accepted the assignment and agreed to assume to be bound by and to perform all of the covenants, agreements, terms, conditions, obligations, liabilities and stipulations of the Lessee in the Lease to the same extent and with the same force and effect as if Plains had been named as a party to the Lease in the place and stead of the Lessee.

IN WITNESS WHEREOF, the Lessor, the Lessee and Plains, each pursuant to due authority, have executed this Memorandum of Assignment and Assumption of Lease as of this 28th day of November, 2001.

LESSOR

PIVOTAL ENTERPRISES CORPORATION

Name: M. H. (Mike) Shaikh

Title: President

LESSEE

CANPET ENERGY GROUP INC.

Name: D. Mark Alenius

Title: D. MARK ALENIOUS, CA
Vice President, Finance & Treasurer

PLAINS MARKETING CANADA, L.P.

by P.M.C. (Nova Scotia) Company, its general partner

by


Name: W. David Duckett

Title: Executive Vice-President

CORPORATE ACKNOWLEDGMENT

I, D. MARK ALENUS, CERTIFY THAT I AM THE SECRETARY
of **CANPET Energy Group Inc.** (the "Corporation"), that the instrument annexed hereto was
signed on behalf of the Corporation by authority of its Board of Directors, and that I
acknowledge that the execution of the foregoing instrument was the free act and deed of the
Corporation. I further declare under penalty of perjury under the laws of the United States of
America that the foregoing is true and correct.

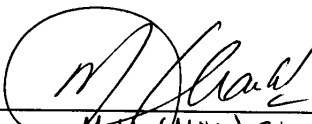
Executed on November 28, 2001


Name: D. MARK ALENUS

CORPORATE ACKNOWLEDGMENT

I, Mike Shaikh, CERTIFY THAT I AM THE President
of **Pivotal Enterprises Corporation** (the "Corporation"), that the instrument annexed hereto
was signed on behalf of the Corporation by authority of its Board of Directors, and that I
acknowledge that the execution of the foregoing instrument was the free act and deed of the
Corporation. I further declare under penalty of perjury under the laws of the United States of
America that the foregoing is true and correct.


Executed on December 13, 2001


Name: M. A. (Mike) Shaikh

ACKNOWLEDGMENT

I, W. David Duckett, certify that ^{Pmc (Nova Scotia) Company is the} ~~I am a~~ general partner of Plains Marketing
Canada, L.P. (the "Limited Partnership"), that the instrument annexed hereto was signed on
behalf of the Limited Partnership, and that I acknowledge that the execution of the foregoing
instrument was the free act and deed of the Limited Partnership. I further declare under penalty
of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on November 23, 2001.


Name: W. DAVID DUCKETT